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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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-01/20/99-01065-014
*****70.00 *****70.00

Alternate Communications
of the Keys, Inc.

✓ Art of Inc. File _____
LTD Partnership File _____
Foreign Corp. File _____
L.C. File _____
Fictitious Name File _____
Trade/Service Mark _____
Merger File _____
Art. of Amend. File _____
RA Resignation _____
Dissolution / Withdrawal _____
Annual Report / Reinstatement _____
Cert. Copy _____
✓ Photo Copy _____
Certificate of Good Standing _____
Certificate of Status _____
Certificate of Fictitious Name _____
Corp Record Search _____
Officer Search _____
Fictitious Search _____
Fictitious Owner Search _____
Vehicle Search _____
Driving Record _____
UCC 1 or 3 File _____
UCC 11 Search _____
UCC 11 Retrieval _____
Courier _____

99 JAN 20 PM 2:14

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION

99 JAN 20 AM 10:16

RECEIVED

JAN 20 1999

B. Purinton

Signature _____

Requested by: Chen 1.20 950
Name Date Time

Walk-In _____ Will Pick Up _____

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DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION
OF
ALTERNATE COMMUNICATIONS OF THE KEYS, INC.**

The undersigned, acting as incorporator(s) of a corporation under the Florida General Corporation Act, adopt the following articles of incorporation for such corporation:

ARTICLE I

The name of the corporation is Alternate Communications of the Keys, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE IV

The corporation shall have authority to issue 100 shares all of one class, \$1.00 par value.

ARTICLE V

The address of the principal office of the corporation is:

**186 North Coconut Palm Boulevard
Tavernier, Florida 33070**

The mailing address of the corporation is:

**186 North Coconut Palm Boulevard
Tavernier, Florida 33070**

ARTICLE VI

The address of its initial registered office and the name of its original registered agent at said

address is:

**Mark H. Gregg
99101 Overseas Highway
Key Largo, Florida 33037**

ARTICLE VII

The initial board of directors shall consist of one director, whose name and address is

**Charles R. Emrich
186 North Coconut Palm Boulevard
Tavernier, Florida 33070**

ARTICLE VIII

The name and address of the incorporator is

**Charles R. Emrich
186 North Coconut Palm Boulevard
Tavernier, Florida 33070**

Preemptive Rights shall be as follows:

1. Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.
2. This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.
3. No issue of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation.
4. These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of

the corporation.

ARTICLE IX

These articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.


Charles R. Emrich, Incorporator

Dated: 1-15-99

STATE OF FLORIDA

COUNTY OF MONROE

BEFORE ME, the undersigned authority, personally appeared Charles R. Emrich, who is personally known to me or who has produced (personally known) as identification and is well known to be the persons described in and who subscribed the above article of incorporation, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

My Commission Expires:



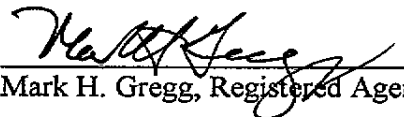

NOTARY PUBLIC
STATE OF FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

The following is submitted pursuant to and in compliance with Sections 48.091 and 706.034, Florida Statutes: Alternate Communications of the Keys, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at the Village of Tavernier, County of Monroe, State of Florida, has named Mark H. Gregg of Key Largo, County of Monroe, State of Florida, as its agent to accept service of process with the State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


Mark H. Gregg, Registered Agent

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